

NOTICE

NOTICE is hereby given that the 25th **Annual General Meeting** of members of **M/s. Dollar Industries Limited** will be held at **Rotary Sadan, 'S.S. Hall', 94/2, Chowringhee Road, Kolkata – 700 020** on **Wednesday, the 12th day of September, 2018 at 12:30 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone & Consolidated Financial Statement of the Company including Audited Balance Sheet as at 31st March, 2018, Audited statement of Profit & Loss and the Cash Flow statement for the year ended on that date together with Report of Directors' and Auditors' thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Gopalakrishnan Sarankapani (DIN: 07262351), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To modify the terms of appointment of Statutory Auditors and to fix their remuneration and in this respect to pass with or without modification the following resolution as an Ordinary resolution :

“ **RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 and Rule 3(7) of The Companies (Audit and Auditors) Rules, 2014 as amended by the Companies (Amendment) Act, 2017 effective from 7th May, 2018 and all other applicable provisions of the Act (including any Statutory modifications or re-enactment thereof for the time being in force), the existing terms of appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), Statutory Auditors of the Company be and is hereby modified to the extent that their appointment shall not be subjected to ratification by the Shareholders in the Annual General meeting for remaining duration of their terms of appointment and the Board be and is hereby authorized to fix the remuneration, if any, to be paid to the Auditors in each of the financial years on the recommendation of the Audit Committee.”

SPECIAL BUSINESS:

5. **APPOINTMENT OF MRS. DIVYAA NEWATIA AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

“ **RESOLVED THAT** pursuant to Section 149, 152, 160,161 and 197(5) read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Divya Newatia (DIN 00347787), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years upto 11th February, 2023 and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. APPOINTMENT OF MR. SANJAY JHUNJHUNWALLA AS NON-EXECUTIVE DIRECTOR

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“ **RESOLVED THAT** pursuant to Section 152, 160,161 and 197(5) and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Jhunjhunwalla (DIN 00233225), be and is hereby appointed as Non-Executive Director of the Company and shall be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. RE-APPOINTMENT OF MR. BINAY KUMAR AGARWAL AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“ **RESOLVED THAT** pursuant to Section 149(8) and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Binay Kumar Agarwal (DIN: 01342065), be and is hereby re-appointed as an Independent Director of the Company to hold office for 5(five) consecutive years for a term upto 31st March, 2024 and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. PAYMENT OF REMUNERATION TO MR. VINOD KUMAR GUPTA AS MANAGING DIRECTOR IN TERMS OF SEBI(LODR), REGULATIONS, 2015

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“ **RESOLVED THAT** the Company do continue to pay remuneration to Mr. Vinod Kumar Gupta (DIN: 00877949) being Managing Director of the Company, as approved by the shareholders of the Company, which in aggregate payable to the Promoter Directors may exceed 5% of the Net Profits of the Company as per terms of his appointment and during his continuance in the office of Managing Director of the Company in accordance with the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements), (Amended) Regulation, 2018 w.e.f. 1st April, 2019.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. PAYMENT OF REMUNERATION TO MR. BINAY KUMAR GUPTA AS MANAGING DIRECTOR IN TERMS OF SEBI(LODR), REGULATIONS, 2015

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“ **RESOLVED THAT** the Company do continue to pay remuneration to Mr. Binay Kumar Gupta (DIN: 01982889) being Managing Director of the Company, as approved by the shareholders of the Company, which in aggregate payable to the Promoter Directors may exceed 5% of the Net Profits of the Company as per terms of his appointment and during his continuance in the office of Managing Director of the Company in accordance with the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements), (Amended) Regulation, 2018 w.e.f. 1st April, 2019.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. PAYMENT OF REMUNERATION TO MR. KRISHAN KUMAR GUPTA AS WHOLE-TIME DIRECTOR IN TERMS OF SEBI(LODR), REGULATIONS, 2015

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“ **RESOLVED THAT** the Company do continue to pay remuneration to Mr. Krishan Kumar Gupta (DIN: 01982914) being a Whole-time Director of the Company, as approved by the shareholders of the Company, which in aggregate payable to the Promoter Directors may exceed 5% of the Net Profits of the Company as per terms of his appointment and during his continuance in the office of Whole-time Director of the Company in accordance with the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements), (Amended) Regulation, 2018 w.e.f. 1st April, 2019.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. PAYMENT OF REMUNERATION TO MR. BAJRANG KUMAR GUPTA AS WHOLE-TIME DIRECTOR IN TERMS OF SEBI(LODR), REGULATIONS, 2015

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“ **RESOLVED THAT** the Company do continue to pay remuneration to Mr. Bajrang Kumar Gupta (DIN: 01783906) being a Whole-time Director of the Company, as approved by the shareholders of the Company, which in aggregate payable to the Promoter Directors may exceed 5% of the Net Profits of the Company as per terms of his appointment and during his continuance in the office of Whole-time Directors of the Company in accordance with the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements), (Amended) Regulation, 2018 w.e.f. 1st April, 2019.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

12. APPROVAL OF REMUNERATION OF COST AUDITOR

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“ **RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Debabrota Banerjee, the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

‘Om Tower’ 32, J. L. Nehru Road,
15th floor, Kolkata- 700 071

By Order of the Board of Directors

Sd/-

Abhishek Mishra
Company Secretary

Date: 10th August, 2018

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxies to be effective must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A proxy form is enclosed.
3. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
4. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
5. The profile of the Directors seeking appointment/re-appointment, as required in terms of applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange is annexed hereto and forms part of this Notice.
6. The Register of Members and Transfer Books of the Company will be closed from 6th September, 2018 to 12th September, 2018 (both days inclusive) for the Annual General Meeting (AGM).
7. Dividend on equity shares, when approved at the Meeting, will be paid to those members :
 - (a) whose names appear as Beneficial Owners as at the end of business hours on 5th September, 2018, in the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 5th September, 2018.
8. The un-paid or un-claimed dividend declared in the earlier years has been transferred to 'Un-paid Dividend Account' opened for the purpose.
9. Members holding shares in physical form are requested to intimate, indicating their respective folio number, the change of their addresses, the change of Bank Accounts etc. to M/s. Niche Technologies Pvt. Ltd., D511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata – 700 001, the Registrar and Share Transfer Agents of the Company, while members holding shares in electronic form may write to their respective Depository Participant for immediate updation, so as to enable the Company to dispatch dividend warrants to the correct address.
10. Members holding shares in physical form are advised to file nominations in respect of their shareholding in the Company, if not already registered and to submit the same to Registrar and Share Transfer Agent.
11. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
12. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 14. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the Annual Reports, Notices and other communications via e-mail. All the shareholders holding shares in physical form who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company, electronically.**
 15. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
 16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/R&TA.
 17. All Documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all the working days during business hours upto the date of meeting.
 18. **Voting Through Electronic Means**
 - I) As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the items of business set out in the attached Notice may also be transacted through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting vote through the electronic voting system (“e-voting”) under an arrangement with The Central Depository Services (India) Limited (“CDSL”) as specified more particularly in the instruction hereunder provided that once the vote on a Resolution is casted through-voting, a Member shall not be allowed to change it subsequently.
 - II) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
- III) **The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on 9th September, 2018 at 9.00 A.M. and ends on 11th September, 2018 at 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iii) Click on “Shareholders” tab.
 - (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p><input type="checkbox"/><input type="checkbox"/> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or Company then please enter the member-ID / Folio Number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “**Dollar Industries Ltd.**” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at santibrewalla@gmail.com with a copy mark to helpdesk.evoting@cdslindia.com on or before 11th September, 2018 upto 5.00 p.m. without which the vote shall not be treated as valid.
20. **The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 5th September, 2018.** A person who is not a member as on cut-off date should treat this notice for information purpose only.
21. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 3rd August, 2018.
22. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 5th September, 2018 are requested to send the duly signed written / email communication to the Company at investors@dollarglobal.in and to the RTA at nichetechpl@nichetechpl.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
23. **The shareholders shall have one vote per equity share held by them as on the cut-off date of 5th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.**

The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.

24. **However, in case the members who have casted their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.**
25. **Mr. Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 3(three) days or such time as may be permitted under the law, of conclusion of the meeting make a consolidated Scrutinizer's Report (which includes remote e-voting and voting as may be permitted at the venue of the AGM by means of ballot paper/poll) of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.**
26. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.
27. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dollarglobal.in and on the website of CDSL immediately after declaration of results of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to The National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned at Item Nos. 5 to 12 of the accompanying Notice dated 10th August, 2018 :

Item No. 5:

The Board, at its meeting held on 12th February, 2018 has appointed Mrs. Divyaa Newatia as an Additional Director (designated as Independent Director) of the Company with immediate effect, pursuant to provisions of Section 149, 152, 160 and 161 of the Companies Act, 2013 and the Articles of Association of the Company. As per provisions of the Act, she would hold office of Directors up to the date of the ensuing Annual General Meeting (AGM) unless appointed as a Director of the Company by the Shareholders. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mrs. Divyaa Newatia for the office of an Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

In accordance to the verification made by the Company and its Nomination Committee, the aforesaid Director is not debarred from holding of office as Director pursuant to any SEBI Order.

In the opinion of the Board, Mrs. Divyaa Newatia fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director and she is independent of the management.

A brief profile of Mrs. Divyaa Newatia including nature of her expertise and shareholding in the Company are annexed to the notice.

Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Divyaa Newatia as an Independent Director, for approval by the shareholders of the Company upto 11th February, 2023 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. Further, she shall not be liable to retire by rotation.

Copy of the draft letter of appointment of Mrs. Divyaa Newatia as an Independent Director setting out the terms and conditions is available for inspection by members during working hours at the Registered Office of the Company.

Except Mrs. Divyaa Newatia, no Director, key managerial personnel or their relatives, is in any way, financially or otherwise interested or concerned in the resolution.

The Board recommends the Ordinary resolution set forth in Item no. 5 of the Notice, for the approval by the shareholders of the Company.

Item No. 6:

The Board, at its meeting held on 10th August, 2018 has appointed Mr. Sanjay Jhunjhunwalla as an Additional Director of the Company with immediate effect, pursuant to provisions of Section 152, 160 and 161 of the Companies Act, 2013 and the Articles of Association of the Company. As per provisions of the Act, he would hold office of Directors up to the date of the ensuing Annual General Meeting (AGM) unless appointed as a Director of the Company by the Shareholders. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mr. Sanjay Jhunjhunwalla in the office of Director.

In accordance to the verification made by the Company and its Nomination Committee, the aforesaid Director is not debarred from holding of office as Director pursuant to any SEBI Order.

A brief profile of Mr. Sanjay Jhunjhunwalla including nature of his expertise and shareholding in the Company are annexed to the notice.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sanjay Jhunjhunwalla as Non-Executive Director, for approval by the shareholders of the Company as per the applicable provisions of the Companies Act, 2013 and the Rules made there under. Further, he shall be liable to retire by rotation.

Copy of the draft letter of appointment of Mr. Sanjay Jhunjhunwalla is available for inspection by members during working hours at the Registered Office of the Company.

Except Mr. Sanjay Jhunjhunwalla, no Director, Key Managerial Personnel or their relatives, is in any way, financially or otherwise interested or concerned in the resolution.

The Board recommends the Ordinary resolution set forth in Item no. 6 of the Notice, for the approval by the shareholders of the Company.

Item No. 7:

The present term of appointment of Mr. Binay Kumar Agarwal as Independent Director would expire on 31st March, 2019, pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Board at its meeting held on 10th August, 2018, in accordance to performance evaluation report and on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Binay Kumar Agarwal as Independent Director, subject to the approval of members in the ensuing Annual General Meeting of the Company for a further period of 5(five) years commencing from 1st April, 2019 .

The Board considers that his continued association would be immense beneficial to the Company and it is desirable to continue to avail services of Mr. Binay Kumar Agarwal as Independent Director. Accordingly, the Board recommend the resolution in relation to re-appointment of Mr. Binay Kumar Agarwal as Independent Director, for approval by the shareholders of the Company upto 31st March, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, further, he shall not be liable to retire by rotation. Mr. Binay Kumar Agarwal have given his consent to act as Independent Directors of the company and has furnished requisite declaration confirming that he meet the criteria of Independence as laid down in Section 149(6) of the Act and regulation 16(1)(b) of the SEBI LODR, 2015 and that he is not disqualified to be re-appointed under Section 164 of the Act.

The Company has received notice in writing from a member of the Company under Section 160 of the Act proposing the candidature of Mr. Binay Kumar Agarwal for the office of Independent Director of the Company.

In accordance to the verification made by the Company and its Nomination Committee, the aforesaid Director is not debarred from holding of office as Director(s) pursuant to any SEBI Order.

In the opinion of the Board, Mr. Binay Kumar Agarwal is independent of the management and fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI LODR, 2015 for his re-appointment as an Independent Director.

A brief profile of Mr. Binay Kumar Agarwal including nature of his expertise and shareholding in the Company are annexed to the notice.

Except Mr. Binay Kumar Agarwal, no Director, Key Managerial Personnel of your Company and their relatives, are in any way, financially or otherwise, directly or indirectly interested or concerned in the resolution.

Accordingly, the Board recommends the Special Resolution set forth in Item no. 7 in relation to re-appointment of Mr. Binay Kumar Agarwal as an Independent Director, for the approval by the shareholders.

Copy of draft letter of appointment setting out the terms of his re-appointment is open for inspection at the Registered Office of the Company by any members during business hours in all working days till the conclusion of the ensuing Annual General Meeting.

Item No. 8 to 11:

As per Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulations, 2018 applicable from 1st April, 2019, where a Company is having more than one executive promoter Director, the aggregate annual remuneration to such Directors cannot exceed 5% of the net profit of the Company unless the same is approved by the shareholders by means of Special Resolution in the general meeting.

The Shareholders of the Company had approved re-appointment of Mr. Vinod Kumar Gupta, Mr. Binay Kumar Gupta, Mr. Krishan Kumar Gupta and Mr. Bajrang Kumar Gupta including remuneration by means of Special resolution in general meeting in accordance to Section 196, 197 and Schedule V of the Companies Act, 2013 and rules made thereunder. However, the remuneration payable to them being the Promoter Directors of the Company in aggregate may exceed of 5% of Net Profits of the Company during continuance of their terms of appointment.

Except Mr. Vinod Kumar Gupta, Mr. Binay Kumar Gupta, Mr. Krishan Kumar Gupta, Mr. Bajrang Kumar Gupta and Mr. Din Dayal Gupta, none of the Directors or any key managerial personnel or their relatives is any way, financially or otherwise directly or indirectly, concerned or interested in the aforesaid resolutions.

The Board recommends the Special Resolution as set forth in item no. 8 to 11 for the approval of the members of the Company.

Item No. 12:

The Board, on the recommendation of the Audit Committee, has approved the appointment of Mr. Debabrota Banerjee, Cost Auditor, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 at a remuneration of Rs. 1.50 lakh plus applicable taxes and out of pocket expenses, if any as his Audit fees.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company in the general meeting. Accordingly, consent of the members is sought for passing the Resolution as set out in Item No. 12 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

Your Board of Directors recommends the above Ordinary Resolution set out in Item No. 12 of the accompanying notice for your approval.

None of the Directors of the Company or any Key Managerial Personnel or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested in the said resolution.

ANNEXURE TO NOTICE OF AGM

**Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting
[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]**

Name of Director & DIN	Date of Birth and Age	Date of Appointment	Remuneration last drawn	Expertise in specific Functional areas	Qualifications	Shareholding in the Company	No. of Board Meetings Attended	List of listed Companies in which Directorships held *	Chairman/ Member of the Committee of the Board of other listed Companies in which he is a Director *
Mr. Gopalakrishnan Sarankani 07262351	23/04/1965 53 Years	14/08/2015	3 lac p.a.	Expertise in the field of marketing and administration. He looks after overall administration of the Company	Science Graduate	1,750 Equity Shares	1 (One)	1. Dollar Industries Limited	NIL
Mrs. Divyaa Newatia 00347787	23/03/1980 39 Years	12/02/2018	NIL	Expertise in Handling statutory, internal audit and compliances.	Chartered Accountant	NIL	1 (One)	1. Dollar Industries Limited	NIL
Mr. Sanjay Jhunjhunwalla 00233225	03/01/1963 55 years	10/08/2018	NIL	Expertise in handling Business Management	Commerce Graduate	NIL	1 (One)	1. Dollar Industries Limited	NIL
Mr. Binay Kumar Agarwal 01342065	30/09/1966 52 Years	27/12/2013	NIL	Expertise in specific functional areas	Chartered Accountant	5,000 Equity Shares	5(Five)	1. Dollar Industries Limited	Hindcon Chemicals Ltd.

				of Finance, Accounts , Audit and Taxation					Audit Commit tee- Chairm an Nomina tion and Remune ration Commit tee- Membe r Stakeho lder Relatio nship Commit tee- Chairm an Corpor ate Social Respons ibility Commit tee- Membe r
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* Excluding Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

The disclosure of relationships between Directors inter se as required as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are as follows :

Relationship between the Directors inter se:

Name of Directors	Name of Other Director	Name of Relationship
Mr.Gopalakrishnan Sarankapani		No relation with other Directors
Mrs. Divyaa Newatia		No relation with other Directors
Mr.Sanjay Jhunhunwalla		No relation with other Directors
Mr. Binay Kumar Agarwal		No relation with other Directors

FORM NO: MGT – 11**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L17299WB1993PLC058969
 Name of the Company : Dollar Industries Limited
 Registered office : 'Om Tower', 32, J. L. Nehru Road, 15th Floor, Kolkata – 700 071.

Name of the member (s):
 Registered Address :
 E-mail Id :
 Folio No/ Client Id :
 DP ID :

I/We, being the member (s) of _____ shares of Dollar Industries Ltd, hereby appoint;

1. Name :
 Address :
 E-mail Id :
 Signature: _____, or failing him
2. Name :
 Address :
 E-mail Id :
 Signature: _____, or failing him
3. Name :
 Address :
 E-mail Id :
 Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, the 12th day of September, 2018 at Rotary Sadan, 'S.S. Hall', 94/2, Chowringhee Road, Kolkata – 700 020 at 12: 30 P.M and at any adjournment thereof in respect of such resolutions as are indicated below:

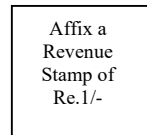
Resol ution No.	Resolution Proposed
1	Adoption of Standalone & Consolidated Financial Statement of the Company including Audited Balance Sheet as at 31st March, 2018, Audited statement of Profit & Loss and the Cash Flow statement for the year ended on that date together with Report of Directors' and Auditors' thereon.
2	Declaration of Dividend on Equity Shares.
3	Approval for the re-appointment of Mr. Gopalakrishnan Sarankapani, Director retiring by rotation.
4	Approval of modification in the terms of appointment of Statutory Auditors and fixation of their remuneration.
5	Appointment of Mrs. Divyaa Newatia as an Independent Director
6	Appointment of Mr. Sanjay Jhunhunwalla as Non-Executive Director
7	Re-appointment of Mr. Binay Kumar Agarwal as an Independent Director

8	Payment of remuneration to Mr. Vinod Kumar Gupta in terms of SEBI(LODR) Regulations, 2015
9	Payment of remuneration to Mr. Binay Kumar Gupta in terms of SEBI(LODR) Regulations, 2015
10	Payment of remuneration to Mr. Krishan Kumar Gupta in terms of SEBI(LODR) Regulations, 2015
11	Payment of remuneration to Mr. Bajrang Kumar Gupta in terms of SEBI(LODR) Regulations, 2015
12	Approval of Remuneration of Cost Auditor

Signed this _____ day of _____, 2018

Signature of shareholder :

Signature of Proxy holder(s) :



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the full text of the aforesaid resolutions, statements and notes, please refer to the Notice including the explanatory statement, convening this Annual General Meeting of the Company.

DOLLAR INDUSTRIES LIMITED

CIN:- L17299WB1993PLC058969

Regd. Office: 'Om Tower', 32, J. L. Nehru Road, 15th Floor, Kolkata - 700 071

Phone: (+91) 33 2288 4064-66, Fax: (+91) 33 2288 4063

E-mail: care@dollarglobal.in Website: www.dollarglobal.in

ATTENDANCE SLIP

Name & Address of the Shareholder	
Joint-holder(s) (if any)	
Regd. Folio/DP ID & Client ID	
No. of Shares Held	

1. I hereby record my presence at the Annual General Meeting of the Company, to be held on Wednesday, the 12th day of September, 2018 at Rotary Sadan, 'S.S. Hall', 94/2, Chowringhee Road, Kolkata – 700 020 at 12:30 P.M.
2. Signature of the Shareholder/Proxy Present.

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3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.
4. Please read the instructions carefully before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER – ID	PAN/ SEQUENCE NO.

5. E-Voting Facility is available during the following voting period:

Commencement of E- Voting	End of E- Voting
Sunday 9th September, 2018 from 09.00A.M (IST)	Tuesday 11th September, 2018 till 05.00 P.M. (IST)